

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 15378
(TEXAS INSTRUMENTS)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Texas Instruments Incorporated ("Texas Instruments") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 15378 (Texas Instruments) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, Texas Instruments filed proof of claim number 15378 ("Proof of Claim 15378") against DAS LLC, asserting a general unsecured non-priority claim in the amount of \$996,729.62.

WHEREAS, on August 24, 2007, the Debtors objected to Proof of Claim 15378 pursuant to the Debtors' Twentieth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS on September 20, 2007, Texas Instrument filed its Response of Texas Instruments To The Debtors' Twentieth Omnibus Claims Objection (Docket No. 9465) (the "Response").

WHEREAS, on March 3, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to Proof of Claim 15378, DAS LLC and Texas Instruments entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Proof of Claim 15378 shall be allowed against DAS LLC in the amount of \$600,000.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because Proof of Claim 15378 involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Texas Instruments stipulate and agree as follows:

1. Proof of Claim 15378 shall be allowed against DAS LLC as a general unsecured non-priority claim in the amount of \$600,000.00.

2. The Response of Texas Instruments to the Twentieth Omnibus Claims Objection shall be deemed withdrawn with prejudice when this Stipulation becomes final and non-appealable.

3. Without further order of the Court, DAS LLC is authorized to offset or reduce Proof of Claim 15378, on a dollar for dollar basis, by the amount of any cure payments actually paid to Texas Instruments on account of the assumption of any executory contracts to which Texas Instruments is a party and that form the basis of Proof of Claim 15378.

So Ordered in New York, New York, this 2nd day of April, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Joseph J. Wielebinski, signed by Seymour
Roberts with permission

Joseph J. Wielebinski
Raymond Urbanik
Davor Rukavina
MUNSCH HARDT KOPF & HARR P.C.
3800 Lincoln Plaza
500 N. Akard Street
Dallas, Texas 75201
(214) 855-7500

Attorneys for Texas Instruments Incorporated

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

